

LAWSON EDWARD J
 Form 4
 December 06, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAWSON EDWARD J

2. Issuer Name and Ticker or Trading Symbol
21ST CENTURY HOLDING CO [TCHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
3661 WEST OAKLAND PARK BLVD., SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO & Chairman

LAUDERDALE LAKES, FL 33311

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	12/05/2005		G	V	5,000	D	0
Common Stock	12/02/2005		J(2)		532,892	D	532,892
Common Stock					430,645	I	

By
 Edward
 Lawson
 Flint Trust

By
 Michele
 Lawson
 Flint Trust

Common Stock	25,425	I	In custodial acct of minor child
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Options	\$ 15.79	12/05/2005		A	100,000	12/05/2006 ⁽³⁾	12/05/2011	Common Stock	100,000
<u>Options</u> <u>(4)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	66,300
<u>Options</u> <u>(5)</u>	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	20,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON EDWARD J 3661 WEST OAKLAND PARK BLVD., SUITE 300 LAUDERDALE LAKES, FL 33311	X	X	President, CEO & Chairman	

Signatures

Edward J. Lawson
12/06/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Shares gifted to family members.
- (2) Shares transferred from individual account to the Edward Lawson Flint Trust on 12/2/05.
- (3) On 12/5/05, the Board of Directors granted stock options to Mr. Lawson for resuming his position as CEO of the Company. The options vest 20% per year beginning December 5, 2005.
- (4) Mr. Lawson has 66,324 fully vested stock options granted to him with various grant dates, expiration dates, and grant prices.
- (5) Mrs. Lawson has 20,676 fully vested stock options granted to her with various grant dates, expiration dates and grant prices.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.